

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	
)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i>)	
)	Case No. 05-44481 (RDD)
)	Jointly Administered
)	
Reorganized Debtors.)	

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, METHODE ELECTRONICS, INC., AND AUTOMOTIVE SAFETY
TECHNOLOGIES, INC. DISALLOWING AND EXPUNGING PROOF OF CLAIM
NUMBERS 4573 AND 16194 AND ADMINISTRATIVE
EXPENSE CLAIM NUMBERS 19950 AND 19951**

DPH Holdings Corp. and its affiliated reorganized debtors in the captioned cases (collectively, the “Reorganized Debtors”), Methode Electronics, Inc. (“Claimant”), and Claimant’s subsidiary, Automotive Safety Technologies, Inc. (“AST”), submit this Joint Stipulation and Agreed Order Between Reorganized Debtors, Methode Electronics, Inc., and Automotive Safety Technologies, Inc. Disallowing and Expunging Proof of Claim Numbers 4573 and 16194 and Administrative Expense Claim Numbers 19950 and 19951 (the “Joint Stipulation and Agreed Order”) and state as follows:

WHEREAS, the Reorganized Debtors and Claimant stipulate to the following facts regarding the relevant history of Proof of Claim Number 16194 and Administrative Expense Claim Numbers 19950 and 19951 filed by Claimant (collectively, the “Claims”), which this Court hereby adopts and confirms:

A. On October 8 and 14, 2005, Delphi Corporation and certain of its affiliates, former debtors and debtors-in-possession in the captioned cases (collectively, the “Debtors”), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for

reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1330, as then amended.

B. On or about August 14, 2006, Claimant filed proof of claim number 16194 (“Claim 16194”) asserting a secured claim in the amount of \$2,939,137.00 and an unsecured non-priority claim in the amount of \$4,032,067.00, thus asserting a total claim of \$6,971,204.00, which Claimant alleged it was owed on account of goods it supplied to the Debtors from October 30, 2001 through October 8, 2005.¹

C. Claimant filed Claim 16194 as an amendment to proof of claim number 4573 (“Claim 4573”), which Claimant’s subsidiary, AST, filed on or about May 3, 2006.

D. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by the United States Bankruptcy Court for the Southern District of New York pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

E. On or about November 5, 2009 Claimant filed administrative expense claim numbers 19950 and 19951 (collectively, “Claims 19950 and 19951”). Claims 19950 and 19951 asserted liabilities in connection with the August/September 2008 supply agreement between Delphi Automotive Systems LLC and Claimant and liabilities associated with Claimant’s claim of patent infringement.

F. On or about September 20, 2012, various parties, including Claimant and certain of the Reorganized Debtors, entered into a settlement agreement (the “Settlement Agreement”).

¹ In the “Addendum to Amended Proof of Claim of Methode Electronics, Inc.” that Claimant attached to Claim 16194, Claimant asserted that the total amount of its claim was \$6,971,504 notwithstanding the fact that the total of the secured and unsecured portions of Claimant’s claim actually equaled \$6,971,204.

G. Pursuant to the Settlement Agreement, the Reorganized Debtors, on the one hand, and Claimant and AST, on behalf of themselves and each of their subsidiaries, affiliates, parents, related entities, and/or any other entities having any interest in Claim 4573, Claim 16194, and/or Claims 19950 and 19951 (collectively, the “Claimant Related Entities”), on the other hand, have agreed that the Claim 4573, Claim 16194, and Claims 19950 and 19951 (collectively, the “Claims”) shall be disallowed and expunged in their entirety, without any award of costs or attorneys’ fees to any party.

NOW, THEREFORE, the Reorganized Debtors, on the one hand, and Claimant and AST on behalf of themselves and the Claimant Related Entities, on the other hand, stipulate and agree as follows:

1. All of the Claims are hereby deemed disallowed and expunged in their entirety, without any award of costs or attorneys’ fees to any party.

2. Pursuant to the terms of the Settlement Agreement between the parties, the mediator Layn R. Phillips will resolve any disputes that arise out of the finalization of the settlement or in connection with this Stipulation.

So Ordered in White Plains, New York
this 9th day of October, 2012.

/s/Robert D. Drain
United States Bankruptcy Judge

AGREED TO AND APPROVED FOR ENTRY:

BUTZEL LONG, a professional corporation

LOCKE LORD LLP

By: /s/ Cynthia J. Haffey

By: /s/ Shalom Jacob

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